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Google Inc.

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

SAN JOSE DIVISION

GOOGLE INC., v. AFFINITY ENGINES, INC.,	CASE NO.: C-05-00598 JW (HRL) **DECLARATION OF COLLEEN BAL IN SUPPORT OF PLAINTIFF GOOGLE INC.'S MISCELLANEOUS ADMINISTRATIVE REQUEST TO FILE DOCUMENTS UNDER SEAL PURSUANT TO CIVIL LOCAL RULES 7-10(b) AND 79-5** Date: May 9, 2005 Time: 9:00 a.m. Judge: Honorable James Ware Courtroom: 8, 4th Floor

I, Colleen Bal, declare as follows:

1. I am an attorney at law duly licensed to practice in the State of California and before this Court. I am a member of Wilson Sonsini Goodrich & Rosati, counsel for defendant and counterclaimant Google Inc. ("Google"). I have personal knowledge of the facts set forth herein and, if called as a witness, could and would testify competently thereto.

2. I submit this declaration in support of Google's Miscellaneous Administrative Request to File Under Seal, Pursuant to Local Rules 7-10(b) and 79-5, Exhibits A and B to the Declaration of David H. Kramer In Support of Google Inc.'s Opposition to Affinity Engines, Inc.'s Motion to Dismiss and/or Stay Proceedings ("Kramer Declaration").

3. The documents attached as Exhibits A and B to the Kramer Declaration were produced by Google in the state court action *Affinity Engines, Inc. v. Google Inc.*, Santa Clara County Superior Court, Case No. 104CV020368. They contain employment information concerning one of Google's employees. Exhibits A and B have been designated "Highly Confidential – Attorneys' Eyes Only" pursuant to the Protective Order entered in that matter on August 23, 2004.

4. In light of the designation, Google requests an order permitting it to file Exhibits A and B to the Kramer Declaration under seal.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on April 18, 2005, at Palo Alto, California.

/s/ Colleen Bal
Colleen Bal